



MILLENNIUM CHALLENGE CORPORATION

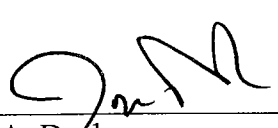
OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that the agenda items listed below, which are scheduled for presentation and discussion at the November 8, 2004 meeting of the Board of Directors of the Millennium Challenge Corporation, properly may be closed to public observation and the record of the meeting withheld from the public under Exemption 1 of the Government in the Sunshine Act, as indicated below. Exemption 1 authorizes closing a meeting if the meeting is likely to disclose matters that are specifically authorized to be kept secret in the interests of U.S. foreign policy and are in fact properly classified. *See* 5 U.S.C. § 552b(c)(1).

Agenda Items and Relevant Exemptions:

- **II. A. Discussion of FY 2005 countries**
 - **Exemption 1** (5 U.S.C. § 552b(c)(1))
- **II. B. Update on FY 2004 Country Compact Development**
 - **Exemption 1** (5 U.S.C. § 552b(c)(1))



Jon A. Dyck
Vice President and General Counsel

11/05/04

Date